

BOULT  
CUMMINGS  
CONNERS  
& BERRY  
PLC

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NASHVILLE, TENNESSEE 37219

Michael B. Bressman  
(615) 252-2399  
Fax: (615) 252-6399  
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RECEIVED  
OCT 13 PM 3 42  
TELEPHONE (615) 244-2582  
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October 13, 1999

David Waddell  
Executive Director  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

99-00789

Re: Application of BroadSpan Communications, Inc. d/b/a Primary Network Communications, Inc. for a Certificate of Convenience and Necessity as a Competing Telecommunications Service Provider

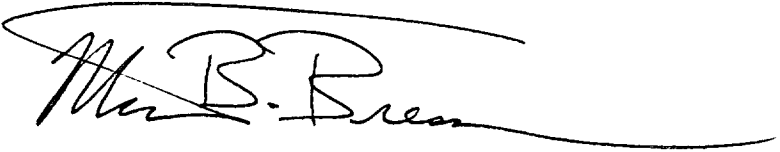
Dear Mr. Waddell:

Enclosed please find an original and 13 copies of the Application of BroadSpan Communications, Inc. d/b/a Primary Network Communications, Inc. ("BroadSpan") for a Certificate of Convenience and Necessity as a Competing Telecommunications Service Provider. In addition, please find in a separate envelope an original and 13 copies of exhibits 3 and 4 to BroadSpan's application. **These exhibits are to be filed under seal as confidential information pursuant to TRA Rule 1220-1-1.03(8).**

Also enclosed is a check in the amount of \$25.00 to cover the filing fees. Notice of this filing has been served on interested parties. If you have any questions concerning this matter, please give me a call.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By:   
Michael B. Bressman

Enclosures

FILE

Ch paid  
\$25.00

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

REC'D TN  
REGULATORY AUTH.  
1999 OCT 13 PM 3 42  
EXECUTIVE SECRETARY

Application of BroadSpan Communications, Inc.                     )  
d/b/a Primary Network Communications, Inc. for a                 )  
Certificate of Convenience and Necessity as a                     ) TRA Docket No. 99- 00789  
Competing Telecommunications Service Provider                     )

**APPLICATION OF BROADSPAN COMMUNICATIONS, INC.**

Pursuant to T.C.A. § 65-4-201 et seq., BroadSpan Communications, Inc. d/b/a Primary Network Communications, Inc. ("BroadSpan" or "Applicant") hereby applies for a certificate of convenience and necessity as a competing telecommunications service provider to provide telecommunications services throughout the State of Tennessee. Initially, BroadSpan intends to provide resold telecommunications services, but it will offer facilities-based services in the future, including, but not limited to, local exchange, exchange access, and interexchange services, throughout the State of Tennessee. Therefore, BroadSpan respectfully requests that the Tennessee Regulatory Authority ("TRA") grant it authority to operate as a competing telecommunications service provider on both a resale and facilities-based basis throughout the State of Tennessee.

**FILE**

In support of its Application, BroadSpan provides the following information:

**I. Names and Addresses**

The name and physical address of the Applicant is:

BroadSpan Communications, Inc.  
11756 Borman Drive, Suite 101  
St. Louis, Missouri 63146  
Tel: (314) 214-0000  
Fax: (314) 569-7110

Correspondence or communications pertaining to this Application should be directed to  
Applicant's attorney of record:

Michael B. Bressman  
Boult, Cummings, Conners & Berry, PLC  
414 Union Street, Suite 1600  
P. O. Box 198062  
Nashville, Tennessee 37219  
Tel: (615) 252-2399  
Fax: (615) 252-6399

and

Colleen M. Dale  
Senior Counsel  
BroadSpan Communications, Inc.  
11756 Borman Drive, Suite 101  
St. Louis, Missouri 63146  
Tel: (573) 214-2113  
Fax: (314) 569-7110

BroadSpan is a corporation organized under the laws of the State of Missouri and is qualified to do business in Tennessee. See attached Exhibit 1 for a copy of BroadSpan's Certificate of Corporate Good Standing and Exhibit 2 for its Certificate of Authorization to transact business in Tennessee.

## **II. Qualifications**

T.C.A. § 65-4-201 requires an applicant for a certificate of public convenience and necessity to show that it possesses sufficient managerial, financial, and technical abilities to provide the applied-for services. BroadSpan satisfies each of these requirements.

### **A. Financial Ability**

BroadSpan is financially qualified to provide resold and facilities-based telecommunications services throughout Tennessee. BroadSpan is a privately-held company with substantial financial resources available to it to operate throughout the state. BroadSpan funds its operations through its ongoing operations and through equity investments and resources from its parent company, Primary Network Holdings, Inc. Attached as Exhibit 3 is a copy of BroadSpan's audited financial statements for the year ending December 31, 1998, as well as a comparative balance sheet and income statement through August 1999. A small amount of the income on the current financial statements contained in Exhibit 3 is related to reciprocal compensation for terminating ISP traffic. Because BroadSpan is a privately-held company and the information contained in Exhibit 3 is confidential and proprietary financial information, this exhibit is being filed under seal pursuant to TRA Rule 1220-1-1-.03(8).

BroadSpan intends initially to provide its services in Tennessee through resale. Consequently, its network in the state will initially require little equipment and limited expenses. BroadSpan's projected financial statements, including its estimated capital costs, is attached as Exhibit 4. Because the information contained in Exhibit 4 is confidential and proprietary financial

information, this exhibit is being filed under seal pursuant to TRA Rule 1220-1-1-.03(8).

**B. Managerial Ability**

BroadSpan possesses the managerial qualifications to provide telecommunications services in Tennessee. As described in the biographical information attached as Exhibit 5, BroadSpan's management team has more than 90 years of experience in the telecommunications industry, including extensive management experience. In addition, senior management's background includes experience in all sectors of the telecommunication industry -- with a Bell company, a large interexchange carrier, and start-up competitive local exchange carriers.

**C. Technical Ability**

BroadSpan possesses the technical qualifications to provide a full array of telecommunications services in Tennessee. As described in Exhibit 5, BroadSpan's officers and directors have extensive experience in management of telecommunications companies. A number of these officers have experience in the deployment of networks and facilities. In addition, BroadSpan employs several engineers, who directly oversee network operations. Moreover, BroadSpan has been authorized to provide local and long distance services in Missouri and Illinois and has been providing telecommunications services in Missouri since November 1998. BroadSpan also has negotiated interconnection agreements with Southwestern Bell and GTE.

Initially, BroadSpan will provide its services primarily through resale. The technical and maintenance support required for such services will be supplied primarily through arrangements with the underlying carriers. BroadSpan anticipates installing 5ESS-type switches in each central office and other facilities, including collocated equipment such as DSLAMs, in Tennessee in the

future. These facilities are likely to be located in Knoxville, Nashville and Memphis. BroadSpan will not require Tennessee consumers to purchase CPE that cannot be used with the incumbent local exchange carrier's systems.

### **III. Service Offerings**

BroadSpan seeks authority to provide a full range of interexchange, exchange access and special access, and local exchange telecommunications services throughout the State of Tennessee on both a resale and facilities-based basis. BroadSpan's services will be available twenty-four hours a day, seven days a week. BroadSpan anticipates offering its facilities-based services initially to business customers and then to residential customers, as market conditions and demand warrant. BroadSpan will focus its operations on Tier 2 and Tier 3 markets, which are currently underserved.

Initially, BroadSpan will provide its services primarily through resale of the incumbent local exchange carriers' services and the services of interexchange carriers. Depending on the size and need of the customer, these services will include, but are not limited to, local services, such as basic local service, direct inward dial lines, Centrex service, PBX services; long distance services; 800/888 services; operator and directory assistance; and DS-1, DS-3, ISDN, DSL and frame relay services. Initially, long distance services will be offered throughout the state. Once an interconnection agreement is in place, DSL and certain dedicated digital services will be offered, and other services will be added as the customer base warrants.

BroadSpan will use a "smart build" development approach similar to that employed by other successful CLECs. Specifically, it will build a customer base through resale of long distance

services and when sufficient customer density is achieved will secure collocation space in appropriate central offices and add customers of facilities-based services. BroadSpan has also made a significant commitment to developing a sophisticated OSS/Customer Care operation able to provide the level of service and responsiveness customers will demand.

BroadSpan either directly or through arrangements with other carriers or companies will provide those services required by TRA Rule 1220-4-8-.04(3)(b). BroadSpan will, upon certification and before offering telecommunications services to the public, file its initial tariffs with the TRA setting forth the rates, charges, terms, and regulations for its services.

#### **IV. Public Interest and Necessity**

Granting BroadSpan a certificate of public convenience and necessity to provide a full array of telecommunications services throughout Tennessee will benefit the public. BroadSpan's offerings will increase competition for local exchange, exchange access, and interexchange services. In addition, as BroadSpan builds its network it intends to offer innovative products and packages to both business and residential customers. As noted, BroadSpan's strategy is to focus on Tier 2 and Tier 3 cities, which to date have seen limited competition. Increased competition throughout the state will further stimulate economic development. Competition from companies such as BroadSpan promotes the pro-consumer goals of the TRA and Telecommunications Act of 1996. BroadSpan's entry into the market will neither prejudice nor disadvantage any class of telephone customers or providers. Its application, therefore, is in the public interest.

**V. Miscellaneous**

**A. Small and Minority-Owned Telecommunications Business Participation Plan**

BroadSpan has attached, as Exhibit 6, its small and minority-owned telecommunications business participation plan in compliance with T.C.A. § 65-5-212.

**B. Year 2000 Compliance**

BroadSpan has attached, as Exhibit 7, its Year 2000 Readiness Disclosure.

**C. Toll Dialing Parity Plan**

BroadSpan has attached, as Exhibit 8, its toll dialing parity plan.

**D. Rural Telcos and Telephone Cooperatives**

Unless otherwise permitted by federal or state law, BroadSpan does not plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines, except for those that have voluntarily entered into an agreement with a competing telecommunications service provider or that have applied to provide telecommunications services in an area outside its service area existing as of June 6, 1995. BroadSpan also does not plan to provide such services in any area served by a telephone cooperative unless otherwise permitted by applicable federal or state law. BroadSpan reserves the right to expand its services into these areas should any rulings of the TRA or any court or administrative agency allow the provision of service in such areas.

**E. Authority in Other States**

BroadSpan has been authorized to provide both local and interexchange telecommunications services in Missouri, Kansas and Illinois and has applications for such services pending in Arkansas,



Oklahoma and Connecticut. BroadSpan has applications to provide interexchange telecommunications services pending in North Carolina, New York, and Indiana. BroadSpan offers interexchange service in Michigan pursuant to exemption and tariffs. BroadSpan has not been denied authority in any state nor has its authority been revoked in any state.

**F. Regulatory Contact**

Colleen M. Dale, BroadSpan's Senior Counsel is knowledgeable about BroadSpan's operations and will serve as the responsible regulatory officer for the TRA to contact regarding BroadSpan's operations and filing requirements subsequent to approval. She may be contacted at 573-214-2113. In addition, for billing and customer service issues, customers may contact Beth Malm, BroadSpan's Director of Operations at 314-214-0095 or 888-901-7726. Correspondence to either Ms. Dale or Ms. Malm may be sent to:

BroadSpan Communications, Inc.  
11756 Borman Drive, Suite 101  
St. Louis, Missouri 63146

**G. Mergers, Acquisitions, and Corporate Structure**

BroadSpan has not been involved in any pertinent mergers or acquisitions. Primary Network Holdings, Inc. ("PNH"), a Missouri holding company that does not provide telecommunications services, is BroadSpan's parent. PNH has one other subsidiary, CDM On-Line, Inc., an Internet service provider. Attached as Exhibit 9 is a chart showing Applicant's corporate structure.

**H. Customer Deposits and Non-recurring Charges**

BroadSpan does not routinely require customer deposits but may request them in certain circumstances. For example, BroadSpan sometimes requests a deposit if the creditworthiness of a customer does not meet its standards. In such a case, BroadSpan may request a deposit that does not

exceed an amount equal to the estimated charges for two months' service based on the average bill during the preceding twelve months, or, in the case of a new customer, the average monthly bill for new subscribers within the customer class. BroadSpan will provide the specific terms, conditions, and amounts for such deposits in its tariffs. BroadSpan is not bonded for such deposits. BroadSpan does require certain non-recurring charges for initiating service for which BroadSpan incurs costs for establishing such service (such as the installation of features, loop conditioning for certain DSL services, etc.). Because its facilities-based services will initially be offered to sophisticated business customers on an individual case basis to fit the specific needs of the respective business customers, non-recurring charges will vary on a case-by-case basis. BroadSpan will provide the specific terms, conditions, and amounts for such charges in its tariffs or in its contracts with these business customers.

**I. Pre-filed Testimony**

Attached as Exhibit 10 is the pre-filed testimony of Richard S. Phillips, BroadSpan's President.

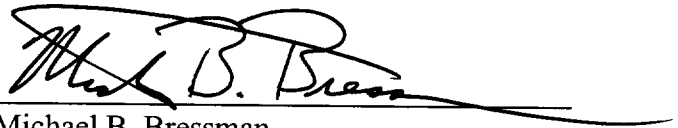
**J. Policies, Rules, and Orders**

BroadSpan will comply with all applicable statutes, rules and orders concerning the provision of telecommunications services in Tennessee.

## CONCLUSION

BroadSpan Communications, Inc. d/b/a Primary Network Communications, Inc. respectfully requests that the TRA (1) grant BroadSpan a certificate of convenience and necessity as a competing telecommunications service provider to provide a full array of local exchange, exchange access, and interexchange telecommunications services throughout Tennessee on a resale and facilities-based basis and (2) grant such other relief the TRA deems necessary and proper.

Respectfully submitted,



Of Counsel:

Colleen M. Dale  
BroadSpan Communications, Inc.  
Senior Counsel  
11756 Borman Drive, Suite 101  
St. Louis, Missouri 63146-4133  
(573) 214-2113

Michael B. Bressman  
Boult, Cummings, Conners & Berry, PLC  
414 Union Street, Suite 1600  
P. O. Box 198062  
Nashville, TN 37219  
Tel: (615) 244-2582

Counsel for BroadSpan Communications, Inc.

Dated: October 13, 1999

## **EXHIBITS**

Exhibit 1	Certificate of Corporate Good Standing
Exhibit 2	Tennessee Certificate of Authority
Exhibit 3	Recent Financial Statements
Exhibit 4	Projected Financial Statements
Exhibit 5	Management Biographies
Exhibit 6	Small and Minority-Owned Telecommunications Business Participation Plan
Exhibit 7	Year 2000 Readiness Disclosure
Exhibit 8	Gender Parity Plan
Exhibit 9	
Exhibit	

## **Exhibit 1**

### **Certificate of Corporate Good Standing**

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SECRETARY OF STATE  
98 SEP 12 PM 12:31  
FILED  
SECRETARY OF STATE

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION

## CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA McDOWELL COOK, SECRETARY OF STATE OF THE STATE  
OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE  
AND IN MY CARE AND CUSTODY REVEAL THAT  
BROADSPAN COMMUNICATIONS, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 16TH  
DAY OF OCTOBER, 1997, AND IS IN GOOD STANDING, HAVING FULLY  
COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
16TH DAY OF SEPTEMBER, 1999.

*Rebecca McDowell Cook*  
Secretary of State



## **Exhibit 2**

### **Tennessee Certificate of Authority**

# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 09/22/99

REQUEST NUMBER: 3746-0383

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 09/22/99 1231

EFFECTIVE DATE/TIME: 09/22/99 1231

CONTROL NUMBER: 0377420

TO:

BROADSPAN COMMUNICATIONS, INC.

11756 BORMAN DR

SUITE 101

ST LOUIS, MO 63146

RE:

BROADSPAN COMMUNICATIONS, INC.

APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF  
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE  
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE  
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN  
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE  
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE  
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS  
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED  
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION  
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

ON DATE: 09/22/99

FROM:  
BROADSPAN COMMUNICATIONS, INC.  
11756 BORMAN DR  
SUITE 101  
ST LOUIS, MO 63146-0000

	RECEIVED:	FEE
	\$600.00	\$0.00
TOTAL PAYMENT RECEIVED:	\$600.00	

RECEIPT NUMBER: 00002551176  
ACCOUNT NUMBER: 00321058



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE



RECEIVED  
 FILED  
 SECRETARY OF STATE

99 SEP 22 PM 12:31

APPLICATION FOR CERTIFICATE OF AUTHORITY  
 FOR  
 BROADSPAN COMMUNICATIONS, INC.

SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, as amended, the undersigned corporation hereby applies for a certificate of authority to transact business or conduct affairs in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is BroadSpan Communications, Inc.
2. The state or country under the laws of which the corporation is incorporated is Missouri.
3. The date of its incorporation was October 16, 1997. The period of its duration is perpetual.
4. The street address, including zip code, of its principal office is 11756 Borman Drive, Suite 101, St. Louis, Missouri 63146.
5. The street address, including county and zip code, of its registered office in the State of Tennessee is 530 Gay Street, Knoxville, Knox County, Tennessee 37902. The name of its registered agent located at such office is C T Corporation System.
6. (a) The names and business addresses, including zip code, of the current directors of the corporation are as follows:

Richard Phillips  
 11756 Borman Drive  
 Suite 101  
 St. Louis, MO 63146

S. Blake Ashby  
 11756 Borman Drive  
 Suite 101  
 St. Louis, MO 63146 63146

Sue Butler  
 11756 Borman Drive  
 Suite 101  
 St. Louis, MO 63146

Richard Sartori  
 11756 Borman Drive  
 Suite 101  
 St. Louis, MO 63146

Brian Matthews  
 11756 Borman Drive  
 Suite 101  
 St. Louis, MO 63146 63146

Tom Hesterman  
 11756 Borman Drive  
 Suite 101  
 St. Louis, MO 63146

RECEIVED

SECRETARY OF STATE

(b) The names and business addresses, including zip code, of the current officers of the corporation are as follows:

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Richard Phillips, President  
11756 Borman Drive  
Suite 101  
St. Louis, MO 63146

S. Blake Ashby, Vice President  
11756 Borman Drive  
Suite 101  
St. Louis, MO 63146

Sue Butler, Secretary and Vice President  
11756 Borman Drive  
Suite 101  
St. Louis, MO 63146

Richard Sartori, Treasurer  
11756 Borman Drive  
Suite 101  
St. Louis, MO 63146


7. The corporation is for profit.

8. This application is accompanied by a certificate of existence (or a document of similar import), dated not more than one month prior to the date this application is filed in the State of Tennessee and duly authenticated by the Secretary of State or such other official as may have custody of corporate records in the state or country under whose law the corporation is incorporated.

Dated: September 14, 1999.

BROADSPAN COMMUNICATIONS, INC.

By:

  
Richard S. Phillips, President

# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 09/22/99

REQUEST NUMBER: 3746-0387

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 09/22/99 1231

EFFECTIVE DATE/TIME:

CONTROL NUMBER: 0377420

TO:

BROADSPAN COMMUNICATIONS, INC.

11756 BORMAN DR

SUITE 101

ST LOUIS, MO 63146

RE:

PRIMARY NETWORK COMMUNICATIONS, INC.

APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE  
NAME

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ASSUMED NAME  
REGISTRATION FOR A FIVE YEAR PERIOD BEGINNING WITH AN EFFECTIVE DATE AS  
INDICATED ABOVE.

THE CORPORATION MAY RENEW THE RIGHT TO USE THIS NAME WITHIN TWO  
(2) MONTHS PRECEDING THE EXPIRATION OF SUCH RIGHT, FOR A PERIOD OF FIVE (5)  
YEARS, BY FILING AN APPLICATION WITH THE SECRETARY OF STATE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

---

FOR: APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE      ON DATE: 09/22/99  
NAME

FROM:  
BROADSPAN COMMUNICATIONS, INC.  
11756 BORMAN DR  
SUITE 101  
ST LOUIS, MO 63146-0000

	FEE	
RECEIVED:	\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00002551179  
ACCOUNT NUMBER: 00321058



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

RECEIVED  
**FILED**  
SECRETARY OF STATE

APPLICATION FOR

99 SEP 22 PM 12:31

ASSUMED CORPORATE NAME

---

SECRETARY OF STATE  
To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act, as amended, the undersigned corporation hereby applies for use of an assumed corporate name:

1. The true name of the corporation is **BroadSpan Communications, Inc.**
2. The state or country under the laws of which the corporation is organized is Missouri.
3. The corporation is for profit.
4. The assumed corporate name it proposes to use in Tennessee is **Primary Network Communications, Inc.**
5. The corporation intends to transact business under the assumed corporate name set forth above.

It is understood that the right to use the assumed corporate name shall be effective for a term of five (5) years from the date of filing this application by the Secretary of State of the State of Tennessee and that the corporation may renew such right for an additional five (5) year term by filing a renewal application and paying a renewal fee within two (2) months preceding the expiration date of such right.

Dated: September 14, 1999.

BroadSpan Communications, Inc.

By: 

Richard S. Phillips, President

## **Exhibit 3**

### **Recent Financial Statements**

**This Exhibit contains confidential and proprietary information and is being filed under separate cover pursuant to TRA Rule 1220-1-1-.03(8).**

## **Exhibit 4**

### **Projected Financial Statements**

**This Exhibit contains confidential and proprietary information and is being filed under separate cover pursuant to TRA Rule 1220-1-1-.03(8).**

**Exhibit 5**

**Management Biographies**

### **Richard S. Phillips, President**

Mr. Phillips has been President and a director of BroadSpan since May 1998. Mr. Phillips has over thirteen years experience in the telecommunications industry. Prior to joining BroadSpan, Mr. Phillips held a number of senior management positions with Maritz Inc, a \$2 billion privately-held firm. Most recently, he served as Vice President, Technology Infrastructure, responsible for Maritz's comprehensive infrastructure technology environment. He has also served as Division Vice President - Communication Services, Division Vice President - Technology Services, and Division Vice President - Network Services.

Mr. Phillips has a strong track record in taking communications projects from concept to design to successful implementation. He guided development of Maritz's Computer Telephony Integration (CTI) architecture and "universal" call center platforms, helped re-engineer Maritz's voice communications service delivery model, and implemented a 600-seat client/server call center environment. Mr. Phillips was also responsible for the planning, design and implementation of Maritz's corporate voice and data networks, supporting in excess of 5,000 nodes. Both projects yielded multi-million dollar savings, improved client service delivery, and provided Maritz a competitive advantage in pursuit of technologically-sophisticated clients. Mr. Phillips holds a B.S. Electrical Engineering from the University of Missouri - Rolla, a Master of Information Management from Washington University, and a Master of Business Administration from Webster University.

### **Sue Butler, Vice President Technology & Operations**

Ms. Butler joined BroadSpan as Vice President in June 1998 with fifteen years of experience in the telecommunications industry. Prior to joining BroadSpan, she held the position of Vice President, Telecommunications for Maritz, where she was responsible for global communications deployment including premise-based hardware and integrated voice and data networks.

Ms. Butler began her career in telecommunications managing complex call center technology supporting Citicorp's geographically dispersed customer care centers. Since that time, she has actively participated in the design and implementation of numerous sophisticated call center technologies in addition to defining new advanced routing services now deployed by large telecommunication providers. Ms. Butler has an impressive track record negotiating customized tariffs with the major telecommunication companies surpassing \$200 million throughout her career.



### **Roy C. Amelung, Communications Engineer**

Mr. Amelung joined BroadSpan in June 1998. Mr. Amelung has over 22 years of experience in the telecommunications industry, including 17 years with Southwestern Bell Telephone Co. As Communications Consultant in National Accounts, Mr. Amelung was responsible for covering a five-state region, working with numerous Fortune 500 companies to address their communications needs.

Prior to joining BroadSpan, Mr. Amelung served as Director of Operations for Navigator Telecommunications, a startup Competitive Local Exchange Carrier based in Little Rock, Arkansas. In this capacity he was instrumental in the design and development of processes and procedures used in day to day operations, ranging from service and sales to development of tariff filings to establishing relationships with prospective clients. Mr. Amelung's experience gives him a unique ability to identify and address the specific needs of communications users.

### **S. Blake Ashby, Vice-President for Business Development**

Mr. Ashby, a founder of BroadSpan, has over six years experience in business development. As a consultant, Mr. Ashby prepared the first full business plan and financial models for SAVVIS Communications, a startup nationwide Internet backbone provider, and also worked with Mashie-Niblick, a computer Bulletin Board Service (BBS) that eventually became GOLF.COM.

Other projects have included working with companies involved in the development of early fax/file transfer protocols and Special Mobile Radio (800MHz and 900MHz dispatch fleet radio). Through his experience with technology startups, Mr. Ashby has a unique understanding of the technical and regulatory issues of the communications industries as well as the process of creating and growing a technology-based company.

### **Rick Hercules, Vice President of Sales**

Mr. Hercules joined BroadSpan in late 1998, after two years of serving in various sales management positions with Primary Internet. He has over 14 years experience in the telecommunications industry. Prior to joining Primary Internet in 1996, Mr Hercules worked for six years as a major account manager at MCI. Prior to MCI, Mr. Hercules worked at Siemens where he served as the Midwestern Region Finance Manager in Chicago, Illinois.

**Colleen M. Dale, Senior Counsel**

Ms. Dale has over 7 years experience in telecommunications regulatory law. Prior to joining BroadSpan at the beginning of 1999, Ms. Dale served as Regulatory Manager - Central Region for Brooks Fiber Properties from mid-1997 to the end of 1999. Previously, Ms. Dale served as staff counsel to the Missouri Public Service Commission, representing the Missouri Commission before the Federal Communications Commission. Ms. Dale advanced to become Deputy General Counsel at the Public Service Commission, assisting in, among other things, that regulatory body's oversight of CLECs.

**Beth Malm, Director of Operations**

Ms. Malm has thirteen years experience in the telecommunications industry, most of which has been focused on the design and implementation of sophisticated customer care operations for Fortune 500 firms. Prior to joining BroadSpan, Ms. Malm served as Telecommunications Manager for Convergys, formerly Matrixx Marketing. In this capacity, she assisted in the acquisition and integration of a large teleservices division of a multi-billion privately held firm. Her responsibilities included managing a technical and customer service staff, providing advanced telecommunications support to a sophisticated client base, and overseeing a multi-million dollar capital expenditure budget. Ms. Malm has a strong understanding of communications equipment at the technical level, and has proven adept at applying that understanding to meet customer-specific needs.

## **Exhibit 6**

### **Small and Minority-Owned Telecommunications Business Participation Plan**

BROADSPAN COMMUNICATIONS, INC.  
D/B/A PRIMARY NETWORK COMMUNICATIONS, INC.

SMALL AND MINORITY-OWNED  
TELECOMMUNICATIONS BUSINESS  
PARTICIPATION PLAN

Pursuant to T.C.A. § 65-5-212, as amended, BroadSpan Communications, Inc. d/b/a Primary Network Communications, Inc. (“BroadSpan”) submits this small and minority-owned telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity as a Competing Telecommunications Service Provider in Tennessee.

## **I. PURPOSE**

The purpose of Section 65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to telecommunications service providers. BroadSpan is committed to the goals of Section 65-5-212 and to taking steps to support the participation of small and minority-owned telecommunications businesses in the telecommunications industry. BroadSpan will endeavor to provide opportunities for small and minority-owned telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, BroadSpan will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to BroadSpan of such opportunities. BroadSpan will contact the Department of Economic and Community Development, the administrator of the small and minority-owned telecommunications assistance program, to obtain a list of qualified vendors. Moreover, BroadSpan will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

## **II. DEFINITIONS**

As defined in Section 65-5-212:

*Minority-Owned Business.* Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

*Small Business.* Small business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

## **II. ADMINISTRATION**

BroadSpan's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting BroadSpan's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Susan L. Butler  
BroadSpan Communications, Inc.  
11756 Borman Drive, Suite 101  
St. Louis, Missouri 63146  
Tel: (314) 214-0099  
Fax: (314) 569-7110

The Administrator's responsibilities will include:

- (1) maintaining an updated Plan in full compliance with Section 65-5-212 and the rules and orders of the Tennessee Regulatory Authority.

- (2) establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in Section 65-5-212.
- (5) searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) providing information and educational activities to persons within BroadSpan and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce  
The Tennessee Department of Economic and Community Development  
The United States Department of Commerce  
    Small Business Administration  
    Office of Minority Business  
The National Minority Supplier Development Counsel  
The National Association of Women Business Owners  
The National Association of Minority Contractors  
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

### **III. RECORDS AND COMPLIANCE REPORTS**

BroadSpan will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, BroadSpan will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this Plan.

BroadSpan will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, BroadSpan will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

**BROADSPAN COMMUNICATIONS, INC. D/B/A  
PRIMARY NETWORK COMMUNICATIONS, INC.**

By: \_\_\_\_\_

Richard S. Phillips  
President

Dated: September \_\_\_, 1999



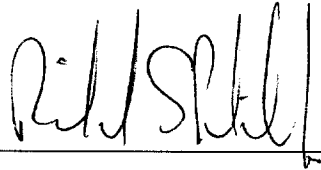
**Exhibit 7**

**Year 2000 Readiness Disclosure**

## Year 2000 Readiness Disclosure

BroadSpan is in the process of contacting all vendors of equipment used to provide telecommunications service. A majority of those vendors has responded that their equipment is Y2K compliant. BroadSpan continues to seek such certification in writing from the remainder of the vendors. Certification from vendors may be in writing directly from a vendor or may be in written materials accompanying equipment or may be stated on the vendor's web site.

All of the equipment deployed by BroadSpan (none of which will be located in Tennessee on January 1, 2000) is equipment in widespread useage in the telecommunications industry. BroadSpan has seen no indication on any equipment presently in use or testing that shows any Y2K compliance problems.

A handwritten signature in black ink, appearing to read "Richard S. Phillips", is written over a horizontal line.

Richard S. Phillips, President

September 14, 1999

## **Exhibit 8**

### **Toll Dialing Parity Plan**

# **Primary Network Communications Tennessee IntraLATA Presubscription Implementation Plan**

## **Introduction**

Primary Network Communications (“PNC”) has in place a process that will give end user customers the opportunity to designate a carrier for their intraLATA toll call traffic in those market areas in which PNC is a facilities-based local exchange service provider. IntraLATA toll calls will automatically be directed to the designated carrier without the necessity of dialing an access code.

## **General Information**

PNC will deploy Two-PIC (presubscribed interexchange carrier) technology in its switches. This technology will enable the customer to separately presubscribe intraLATA service and interLATA service to the same or different carriers. Although a service may be presubscribed, users may reach any carrier by dialing the appropriate access code. All eligible PNC end user telephone line numbers will be presubscribed according to this plan.

Implementation of this plan will be according to tariffs revised according to the plan after approval of the plan and the associated tariffs.

## **Carrier Information**

Carriers will have the option of offering intraLATA service only or interLATA and intraLATA service. PNC will notify potential carriers sixty days prior to the initial availability of presubscription in specific market areas and provide forms of non-disclosure and participation agreements. Carriers will have the option of participating in any or all of such areas. Carriers will be required to return a completed non-disclosure agreement and participation agreement(s). Participating carriers will be requested to submit Access Service Requests/Translation Questionnaires to the access tandem owner and PNC.

PNC will not participate in billing disputes concerning intraLATA service between alternative competing carriers and their customers.

## **Network Information**

All originating intraLATA traffic initially will be routed through the incumbent local

exchange carrier (“ILEC”) access tandem or through direct trunks between the PNC switch and the carrier locations, which may be used when traffic volumes warrant. Carriers must have Feature Group D trunks in place (or ordered) between their points of presence and the ILEC access tandem(s).

PNC will route all originating intraLATA traffic to the designated carrier and will only block traffic at the request of the customer or in compliance with regulatory requirements. Requests from carriers to block traffic or to remove customers from their networks will not be honored. Calls that cannot be completed to a carrier will be routed to an announcement.

### **Customer Contact Information**

When customers enroll for service with PNC, PNC representatives will provide alternative carriers’ names and contact telephone numbers (if provide by the carrier) to customers in random order upon customer request. PNC representatives will not discuss alternative carrier rates or services and will not provide customers with carrier identification codes or access dialing instructions. PNC representatives will not initiate or accept three-way calls from alternative carriers to discuss presubscription.

PNC will not ballot or allocate its customer base. Unless specifically directed otherwise by customers, all customers will be PIC’d to PNC. PNC will accept as a bona fide PIC a selection of “No PIC” as a choice. Such customers will have access code dialing capability to reach participating intraLATA carriers. PNC will provide customers with a confirmation, notifying them of their PIC selection (PNC or an alternative carrier).

### **Presubscription Changes**

Alternative carriers shall submit PIC changes to PNC using the customer account record exchange (“CARE”) system via facsimile or other paper medium. PNC will respond with PIC confirmation or rejection information using the CARE format. Details of the process, including the CARE system, will be provided as part of the correspondence with the carriers.

A \$5.00 PIC change charge may be assessed against the customer for each eligible line where a PIC change is made.

In an effort to reduce unauthorized PIC changes, PNC will offer intraLATA PIC freeze service to all customers at no charge. A PIC freeze can only be initiated or removed by the customer requesting it through a PNC representative.

## **Ported Telephone Numbers**

For customers who change their local exchange service provider from an ILEC to PNC and retain their ILEC telephone number, PNC, as part of the CARE process, will provide the presubscribed interexchange carrier-select with both the retained ILEC telephone number and the assigned PNC telephone number.

**Exhibit 9**  
**Corporate Structure Chart**





**Exhibit 10**

**Pre-filed Testimony of  
Richard S. Phillips**

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**NASHVILLE, TENNESSEE**

Application of BroadSpan Communications, Inc.                     )  
d/b/a Primary Network Communications, Inc. for a                 )  
Certificate of Convenience and Necessity as a                     ) TRA Docket No. 99-\_\_\_\_\_  
Competing Telecommunications Service Provider                 )

**PRE-FILED TESTIMONY OF RICHARD S. PHILLIPS**

I, Richard S. Phillips, do hereby testify as follows in support of the application of BroadSpan Communications, Inc. d/b/a Primary Network Communications, Inc. ("BroadSpan") for a certificate of convenience and necessity as a competing telecommunications service provider to provide telecommunications services throughout the State of Tennessee:

Q: Please state your full name, business address, and title.

A: My name is Richard S. Phillips and my business address is 11756 Borman Dive, Suite 101, St. Louis, Missouri 63146. I am BroadSpan's President.

Q: Are all statements in BroadSpan's application for a certificate of convenience and necessity filed before the Tennessee Regulatory Authority true and correct to the best of your knowledge, information and belief?

A: Yes.

Q: Please describe the current corporate structure of BroadSpan.

A: BroadSpan is a corporation organized under the laws of the State of Missouri and has authority to transact business in Tennessee. BroadSpan is a wholly-owned subsidiary of Primary Network Holdings, Inc. ("PNH"), a Missouri holding company that does not provide

telecommunications services. PNH has another wholly-owned subsidiary, CDM On-Line, Inc., an Internet service provider.

Q: Does BroadSpan possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A: Yes.

Q: Please describe BroadSpan's financial qualifications.

A: BroadSpan is financially qualified to provide resold and facilities-based telecommunications services throughout Tennessee. BroadSpan is a privately-held company with substantial financial resources available to it to operate throughout the state. BroadSpan funds its operations through its ongoing operations and through equity investments and lines of credit. BroadSpan has provided the TRA with copies of its audited financial statements for the year ending December 31, 1998, as well as a balance sheet, statement of operations, and statement of cash flows for the period ending June 30, 1999. BroadSpan has also provided the TRA with an estimated three-year capital budget outlining equipment and network expenses and three-year projected financial statements.

Q: Please describe BroadSpan's managerial and technical qualifications.

A: BroadSpan possesses the managerial and technical qualifications to provide telecommunications services in Tennessee. As described in the biographical information attached to BroadSpan's application, BroadSpan's management team has more than 90 years of experience in the telecommunications industry, including extensive management experience. In addition, senior management's background includes experience in all sectors of the telecommunication industry -- with a Bell company, a large interexchange carrier, and start-up competitive local exchange carriers. A number of these officers have experience in the deployment of networks and facilities. BroadSpan also employs several engineers who directly oversee network operations. Moreover, BroadSpan has

been authorized to provide local and long distance services in Missouri and Illinois and has been providing telecommunications services in Missouri since November 1998. BroadSpan also has negotiated interconnection agreements with Southwestern Bell and GTE.

Initially, BroadSpan will provide its services primarily through resale. The technical and maintenance support required for such services will be supplied primarily through arrangements with the underlying carriers. BroadSpan anticipates installing switches and other facilities, including collocated equipment such as DSLAMs, in Tennessee in the future. These facilities are likely to be located in Knoxville, Nashville and Memphis. BroadSpan will not require Tennessee consumers to purchase CPE that cannot be used with the incumbent local exchange carrier's systems.

Q: What services will BroadSpan offer?

A: As described in more detail in its illustrative tariffs, BroadSpan seeks authority to provide a full range of interexchange, exchange access and special access, and local exchange telecommunications services throughout the State of Tennessee on both a resale and facilities-based basis. BroadSpan's services will be available twenty-four hours a day, seven days a week. BroadSpan anticipates offering its services to both business and residential customers. BroadSpan will focus its operations on Tier 2 and Tier 3 markets, which are currently underserved.

Initially, BroadSpan will provide its services primarily through resale of the incumbent local exchange carriers' services and the services of interexchange carriers. Depending on the size and need of the customer, these services will include, but are not limited to, local services, such as basic local service, direct inward dial lines, Centrex service, PBX services; long distance services; 800/888 services; operator and directory assistance; and DS-1, DS-3, ISDN, DSL and frame relay services. Initially, long distance services will be offered throughout the state. Once an interconnection

agreement is in place, DSL and certain dedicated digital services will be offered, and other services will be added as the customer base warrants.

BroadSpan will use a "smart build" development approach similar to that employed by other successful CLECs. Specifically, it will build a customer base through resale of long distance services and when sufficient customer density is achieved will secure collocation space in appropriate central offices and add customers of facilities-based services. BroadSpan has also made a significant commitment to developing a sophisticated OSS/Customer Care operation able to provide the level of service and responsiveness customers will demand.

BroadSpan either directly or through arrangements with other carriers or companies will provide those services required by TRA Rule 1220-4-8-.04(3)(b). BroadSpan will, upon certification and before offering telecommunications services to the public, file its initial tariffs with the TRA setting forth the rates, charges, terms, and regulations for its services.

Q: Will the granting of a certificate of public convenience and necessity to BroadSpan serve the public interest and need?

A: Yes. Granting BroadSpan a certificate of public convenience and necessity to provide a full array of telecommunications services throughout Tennessee will benefit the public. BroadSpan's offerings will increase competition for local exchange, exchange access, and interexchange services. In addition, as BroadSpan builds its network it intends to offer innovative products and packages to both business and residential customers. BroadSpan's strategy is to focus on Tier 2 and Tier 3 cities, which to date have seen limited competition. Increased competition throughout the state will further stimulate economic development. Competition from companies such as BroadSpan promotes the pro-consumer goals of the TRA and Telecommunications Act of 1996. BroadSpan's entry into the

market will neither prejudice nor disadvantage any class of telephone customers or providers. Its application, therefore, is in the public interest.

Q: Has BroadSpan filed its small and minority-owned business participation plan?

A: Yes.

Q: Has BroadSpan filed its Year 2000 Disclosure Statement?

A: Yes.

Q: Has BroadSpan filed its toll dialing parity plan?

A: Yes.

Q: Will BroadSpan offer telecommunications services in areas served by rural telcos or telephone cooperatives?

A: BroadSpan seeks statewide authority to extent permitted by law. Unless otherwise permitted by federal or state law, BroadSpan does not plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines, except for those that have voluntarily entered into an agreement with a competing telecommunications service provider or that have applied to provide telecommunications services in an area outside its service area existing as of June 6, 1995. BroadSpan also does not plan to provide such service in any area served by a telephone cooperative unless otherwise permitted by applicable federal or state law. BroadSpan reserves the right to expand its services into these areas should any rulings of the TRA or any court or administrative agency allow the provision of service in such areas.

Q: Is BroadSpan authorized to provide telecommunications services in any other states?

A: Yes. BroadSpan has been authorized to provide both local and interexchange telecommunications services in Missouri, Kansas and Illinois and has applications for such services

pending in Arkansas, Oklahoma and Connecticut. BroadSpan has applications to provide interexchange telecommunications services pending in North Carolina, New York, and Indiana. BroadSpan offers interexchange service in Michigan pursuant to exemption and tariffs. BroadSpan has not been denied authority in any state nor has its authority been revoked in any state.

Q: Who is knowledgeable about BroadSpan's operations and will serve as BroadSpan's regulatory and customer service contact?

A: Colleen M. Dale, BroadSpan's Senior Counsel is knowledgeable about BroadSpan's operations and will serve as the responsible regulatory officer for the TRA to contact regarding BroadSpan's operations and filing requirements subsequent to approval. She may be contacted at 573-214-2113. In addition, for billing and customer service issues, customers may contact Beth Malm, BroadSpan's Director of Operations at 314-214-0095 or 888-901-7726.

Q: Has BroadSpan been involved in any pertinent mergers or acquisitions?

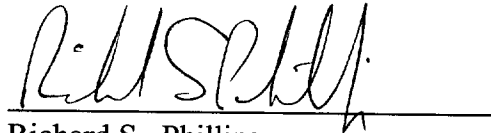
A: No.

Q: Will BroadSpan comply with all applicable statutes, rules and orders pertaining to the provision of telecommunications services in Tennessee?

A: Yes.

Q: Does this conclude your testimony?

A. Yes.



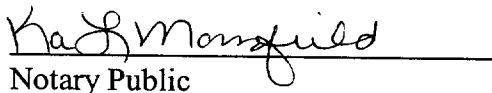
Richard S. Phillips

President

BroadSpan Communications, Inc. d/b/a

Primary Network Communications, Inc.

Subscribed and sworn to before me this 12 th  
day of ~~September~~, 1999.  
October  
or 12

  
Notary Public

State of Missouri

County of Jefferson

My Commission expires to 7-28-02

KAREN L. MANSFIELD  
Notary Public – Notary Seal  
STATE OF MISSOURI  
Jefferson County  
My Commission Expires: July 28, 2002



## **NOTICE OF FILING**

BroadSpan Communications, Inc. d/b/a Primary Network Communications, Inc. has filed an Application with the Tennessee Regulatory Authority for a Certificate of Convenience and Necessity as a Competing Telecommunications Service Provider. The undersigned hereby certifies that a copy of this notice has been served on the following persons via U.S. mail this 13th day of October, 1999:

Guy M. Hicks\*  
BellSouth Telecommunications, Inc.  
333 Commerce Street, Suite 2101  
Nashville, TN 37201-3300

T. G. Pappas, Esq.\*  
Bass, Berry & Sims  
2700 First American Center  
313 Deaderick Street  
Nashville, Tennessee 37238-2700

James B. Wright, Esq.\*  
United Telephone-Southeast, Inc.  
14111 Capital Boulevard  
Wake Forest, NC 27587-5900

Ardmore Telephone Company, Inc.  
Terry Wales, General Manager  
P.O. Box 549  
517 Ardmore Avenue  
Ardmore, TN 38449

Century Telephone or Adamsville  
David Dickey, Division Manager  
P.O. Box 405  
116 N. Oak Street  
Adamsville, TN 38310

Century Telephone of Claiborne  
Don Ray Fannon, Division Manager  
P.O. Box 100  
57 Main Street  
New Tazewell, TN 37825

Century Telephone of Ooltewah-Collegedale, Inc.  
Terry Crutchfield, Division Manager  
P.O. Box 782  
5616 Main Street  
Ooltewah, TN 37363

Citizens Telephone Company of Tennessee  
Citizens Telecommunications Company of the Volunteer State  
Mike Swatts, State Regulatory Director, South  
P.O. Box 770  
300 Bland Street  
Bluefield, WV 24701

TDS Telecom-Tellico Telephone Company, Inc.  
P.O. Box 9  
102 Spence Street  
Tellico Plains, TN 37385-0009

Loretto Telephone Company, Inc.  
Louise Brown, President  
P.O. Box 130  
Loretto, TN 38469

Millington Telephone Company, Inc.  
W. S. Howard, President  
4880 Navy Road  
Millington, TN 38053

Sprint-United  
Steve Parrott  
Director-Regulatory Affairs  
112 Sixth Street  
Bristol, TN 37620

TDS Telecom-Concord Telephone Exchange, Inc.  
Jerry R. Parkerson, Manager  
P.O. Box 22610  
701 Concord Road  
Knoxville, TN 37933-0610

TDS Telecom-Humphreys County Telephone Company  
Bernard R. Arnold, Manager  
P.O. Box 552  
203 Long Street  
New Johnsonville, TN 37134-0552


TDS Telecom-Tennessee Telephone Company  
P.O. Box 18139  
Knoxville, TN 37928-2139

TEC-Crockett Telephone Company, Inc.  
P.O. Box 7  
Friendship, TN 38034

TEC-People's Telephone Company, Inc.  
P.O. Box 310  
Erin, TN 37061

TEC-West Tennessee Telephone Company, Inc.  
P.O. Box 10  
244 E. Main Street  
Bradford, TN 38316

United Telephone Company  
P.O. Box 38  
120 Taylor Street  
Chapel Hill, TN 37034

A handwritten signature in black ink, appearing to read "M.B. Bressman", with a long horizontal flourish extending to the right.

Michael B. Bressman

\*Served with a copy of the Application (without exhibits) in addition to this Notice.